



CIAL

DUTYFREE AND
RETAIL SERVICES LTD.

DIRECTORS' REPORT & FINANCIAL STATEMENTS

2018-19

CIAL DUTYFREE AND RETAIL SERVICES LIMITED

Regd Office: XI/318 E, Cochin International Airport Buildings,
Cochin International Airport Road, Kochi Airport P.O – 683 111, CIN: U52399KL2016PLC040279
Phone & Fax: 0484 2374154; e-mail: cdrslsec@gmail.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 03rd Annual General Meeting of CIAL Dutyfree and Retail Services Limited will be held on **Saturday**, the **28th day of September 2019** at **05.15 p.m. at XI/318 E, Cochin International Airport Buildings, Cochin International Airport Road, Kochi Airport P.O., Ernakulam - 683 111**, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended on that date, Annexures and Schedules thereto and the report of the Directors and Auditors of the Company.
2. To appoint a Director in the place of Sri. Sunil Chacko (DIN:0007434481), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditor and fixation of remuneration:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to Section 139 and other applicable provisions of the Companies Act 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) the retiring auditors M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Ernakulam (Firm Registration No:001488S) be and is hereby appointed as the statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

By order of the Board
for **CIAL Dutyfree and Retail Services Limited**

sd/-

V.J. Kurian

Chairman & Managing Director

DIN: 0001806859

Place : Nedumbassery

Date : 29th June 2019

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Instrument of Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Company's registered office not later than 48 hours before the commencement of the meeting.

As per the requirement of Secretarial Standard 2, the following information relating to the directors retiring by rotation who are being re-appointed, as contained at item 2 is furnished below:

Particulars	Information
Name	Sri. Sunil Chacko (DIN:0007434481)
Age	56 Years
Qualification	CMA
Experience	34 years
Terms and Conditions of appointment	Retiring director, being eligible offer himself for re-appointment.
Remuneration last drawn	Nil
Date of first appointment on Board	01 st March 2016
Shareholding in Company	10 Shares (0.0143%)
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Number of Meetings of Board attended	4
Other Directorships, Memberships/Chairmanships of Committees of other Boards	Nil

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DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the third Annual Report and the Company's financial statements for the financial year ended 31st March 2019.

(Rupees in lakhs)

Financial Results	From 01.04.2018 to 31.03.2019	From 01.03.2017 to 31.03.2018
Total Income	24033.27	23726.00
Less: Administrative & other Expenses	23224.13	23285.82
Cash Profit / (Loss)	809.14	440.18
Less: Depreciation	10.25	8.38
Profit / (Loss) before Tax	798.89	431.80
Less: Provision for Income Tax (Current & Deferred Tax)	222.16	110.11
Profit / (Loss) after Tax	576.73	321.69
Add: Other Comprehensive Income	0.00	0.00
Net Profit / (Loss) for the year	576.73	321.69

REVIEW OF OPERATIONS

One of the major attraction of Cochin International Airport is Duty-Free shopping. CIAL manages Dutyfree operations through its the wholly owned subsidiary - CIAL Dutyfree and Retail Services Limited (CDRSL). CDRSL started its operations in 2016. The Company currently operates duty free shops at the international departure & arrival halls throughout the time. Cochin International Airport designed with walk through convenience and aims to provide the ultimate airport shopping experience. CIAL Duty Free features more than 10,000 products in liquors, tobacco, perfumes, cosmetics, chocolates, apparel, fashion accessories and electronics from some of the most acclaimed international brands.

During the period under review, the net profit after tax has been increased from Rs. 321.69 lakhs to Rs. 576.73 lakhs, registering a growth of 79.28%.

FLOOD 2018

Kerala has witnessed one of the biggest ever floods in its history during the month of August 2018. The unprecedented rains during the month, has created large scale of flooding at the Airport. The flood has resulted in closing of the airport operations twice in the month. The initial one was for a shorter period between 1300 hours to 1500 hours on 09th August 2018. The flood in the middle of the month virtually ravaged CDRSL and the operations were closed for a longer period from the early hours of 15th August 2018 to the afternoon hours of the 29th August 2018. The closure of operations during the peak period of 'Onam season' has resulted in a reduction of turnover.

DIRECTORS

The Directors of the Company, as on date are given below:

Sl.No.	DIN	Name of the Director	Designation
1.	0001806859	Sri. V.J. Kurian	Chairman & Managing Director
2.	0001643446	Sri. A.M.Shabeer	Director
3.	0007434481	Sri. Sunil Chacko	Director

The provisions of Section 149 of the Companies Act 2013 and Rules framed thereunder are not applicable with respect to the appointment of Independent Director and Women Director. Further, the Company is not covered under the provisions of Section 177 and 178 of the Companies Act 2013 with respect to the constitution of various statutory Sub - committee(s) of the Board.

No Directors or Key Managerial Personnel of the Company were appointed or resigned during the period under review.

Sri. Sunil Chacko (DIN: 0007434481) is to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment. The Board therefore recommends his re-appointment as Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- in the preparation of the annual accounts for the year ended 31st March 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019 and of the profit of the Company for the period ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a 'going concern' basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIVIDEND AND TRANSFER TO RESERVES

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base for the growth of the business. No dividend has therefore been recommended for the year ended 31st March 2019 and no amounts have been transferred to General Reserve Account.

EXTRACT OF ANNUAL RETURN

Extract of Annual return of the Company in the prescribed Form MGT-9 is annexed herewith as **Annexure A** to this report.

MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the period under review on 26th June 2018, 29th September 2018, 12th December 2018 and 20th March 2019.

The Composition and category of the Directors along with their attendance at Board Meetings for the period ended 31st March 2019 are given below:

Sl. No.	Name of the Director	Category of Director	No. of Board Meetings	
			Held during the tenure	Attended
1	Sri.V.J. Kurian	Chairman & Managing Director	4	4
2	Sri.A.M. Shabeer	Director	4	4
3	Sri. Sunil Chacko	Director	4	4

STATUTORY AUDITOR

M/s. Krishnamoorthy & Krishnamoorthy (Firm Registration No: 001488S), the Statutory Auditors of the Company, hold office till the conclusion of this Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and they are not disqualified for re-appointment. The notes on financial statement referred in the auditors' report are self – explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remarks or disclaimer.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT 2013

During the year under review, the Company has not made any loans, guarantees or investments falling under the purview of Section 186 of the Companies Act 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The Company operates in the building leased out by CIAL. Therefore, the energy conservation measures undertaken by CIAL and the consequent energy savings will have a significant impact in reducing the power consumption of the Company. There are no activities relating to technology absorption in connection with operations of the Company. The earning and expenditure in foreign currency during the period under review are given below -

(Rupees in lakhs)	
Foreign Exchange Earnings and outgoings (receipts and payments in USD)	From 01.04.2018 to 31.03.2019
a) CIF Value of imports made during the period	7,84,455.58
b) Earnings in Foreign Exchange (Export of Goods)	23,43,063.62
c) Expenditure in Foreign Currency	7,84,455.58

RELATED PARTY TRANSACTIONS

Related Party Transactions in terms of Ind AS - 24 are set out in the Notes forming part of the accounts. These transactions are not likely to have a conflict with the interest of the Company. All the related party transactions are negotiated on arm's length basis and are intended to protect the interest of the Company. Disclosure of particulars of contracts / arrangements entered into by the Company with related parties are given in Form AOC-2 as **Annexure B** to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Personnel and industrial relations were cordial and satisfactory during the year under review. There were no employees of the Company who have drawn remuneration in excess of the limits set out under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

RISK MANAGEMENT

The Company has adequate system of business risk evaluation and management, to ensure stable & sustainable business growth and to promote pro-active approach in evaluating and resolving the risks associated with the business. The Company has identified the potential risks such as financial risk, legal & statutory risks and the internal process risk and has put in place appropriate measures for its mitigation. At present, the Company has not identified any element of risk which may threaten the existence of the Company.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Change in the nature of the business of the Company.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.
8. During the period under review, there were no companies which have become or ceased to become the subsidiaries, joint ventures or associate companies.
9. The provisions with respect to Section 135 of the Companies Act 2013, pertaining to Corporate Social Responsibility is not applicable.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal Complaints Committee (ICC) has been set up under the said Act, to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19:

- No. of complaints received : Nil
- No. of complaints disposed off : Nil

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express deep sense of appreciation to Central and State Governments, Central Customs, Bureau of Immigration, Contractors, Management and staff of Cochin International Airport and shareholders for their continued support, guidance, patronage and encouragement. The Board expresses its sincere appreciation for the dedicated services rendered by Officers and other staff of the Company at all levels. The Board also places on record its gratitude to the shareholders and customers for their greater motivation and confidence reposed on us.

for and on behalf of the Board

sd/-

V J Kurian

Chairman & Managing Director

DIN: 0001806859

Date : 29th June 2019

Place : Nedumbassery

Annexure A

FORM NO. MGT 9

Extract of Annual Return for the financial year ended 31st March 2019

[Pursuant to Section 92 (3) of the Companies Act 2013 and Rule 12(1) of the Companies (Management & Administration) Rules 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U52399KL2016PLC040279
2.	Registration date	01 st March 2016
3.	Name of the Company	CIAL Dutyfree and Retail Services Limited
4.	Category/Sub-category of the Company	Public Company /Indian Non-Government Company / Limited by shares
5.	Address of the Registered Office & contact details	XI/318E, Cochin International Airport Buildings, Cochin International Airport Road, Kochi Airport P.O., Ernakulam - 683 111
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Other Retail Sale in non-specialized stores	4719	NA

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable section
1.	Cochin International Airport Limited Room No.35, 4th Floor GCDA Commercial Complex Marine Drive, Ernakulam - 682 031	U63033KL1994PLC007803	Holding	99.90	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total equity)

i) Category-wise Share Holding.

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	De mat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
a) Individual/ HUF	-	70	70	0.10	-	70	70	0.10	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	70000	70000	99.90	-	70000	70000	99.90	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	-	70070	70070	100	-	70070	70070	100	

(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of promoter(A)=(A)(1)+(A)(2)	-	70070	70070	100	-	70070	70070	100	-
B. Public Shareholding									
a) Mutual Funds / Banks / FI	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporates									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Resident Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others	-	-	-	-	-	-	-	-	-
d) Non Resident Indians	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	70070	70070	100	-	70070	70070	100	-

ii) Shareholding of Promoter-

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1.	Cochin International Airport Limited	70000	99.90	-	70000	99.90	-	-
2.	A. Chandrakumaran Nair	10	0.0143	-	10	0.0143	-	-
3.	A.M. Shabeer	10	0.0143	-	10	0.0143	-	-
4.	Jose Thomas Periappuram	10	0.0143	-	10	0.0143	-	-
5.	Sunil Chacko	10	0.0143	-	10	0.0143	-	-
6.	Saji K. George	20	0.0285	-	20	0.0285	-	-
7.	Jacob T. Abraham	10	0.0143	-	10	0.0143	-	-
Total		70070	100.00	-	70070	100.00	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Date wise increase/ decrease in shareholding		Shareholding at the end of the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	Cochin International Airport Limited	70000	99.90	-	-	70000	99.90
2.	A. Chandrakumaran Nair	10	0.0143	-	-	10	0.0143
3.	A.M. Shabeer	10	0.0143	-	-	10	0.0143
4.	Jose Thomas Periappuram	10	0.0143	-	-	10	0.0143
5.	Sunil Chacko	10	0.0143	-	-	10	0.0143
6.	Saji K. George	20	0.0285	-	-	20	0.0285
7.	Jacob T. Abraham	10	0.0143	-	-	10	0.0143
Total		70,007	100	-	-	70,007	100

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of Shares	% of total Shares of the Company	No. of Shares	% of Total Shares of the Company
Nil					

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Date wise increase / decrease in shareholding		Shareholding at the end of the year	
		No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company
1	V. J. Kurian	-	-	-	-	-	-
2	A M Shabeer	10	0.0143	-	-	10	0.0143
3	Sunil Chacko	10	0.0143	-	-	10	0.0143

V. INDEBTEDNESS - (Rupees in lakh)

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net change Indebtedness	-	-	-	-
At the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rupees in lakhs)

SI No.	Particulars of Remuneration	Sri.V.J.Kurian Chairman & Managing Director (DIN: 0001806859)	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) of Income-Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of Income- Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	- -	- -
5	Others, please specify	-	-
Total (A)		-	-
Ceiling as per the Act		-	-

B. Remuneration to other directors: (Amount in Rs.)

SI No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	-	-	-
	Fee for attending board/ committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	A.M. Shabeer (DIN: 0001643446)	Sunil Chacko (DIN: 0007434481)	-
	Fee for attending board / committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	Nil		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD
(Rupees in thousands)

Sl No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CFO (Nil)	CS (Nil)	
1	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) of Income-Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income- Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
Total (C)		-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY	Nil				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

for and on behalf of the Board of Directors

sd/-

V.J Kurian

Chairman & Managing Director

DIN: 0001806859

Date : 29th June 2019

Place : Nedumbassery

Annexure B**Form AOC – 2**

[Pursuant to clause (h) of Sub – section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub - section (1) of Section 188 of the Companies Act 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl.No	Particulars	Details
1	Name (s) of the related party	Nil
2	Nature of relationship	Nil
3	Nature of contracts / arrangements / transactions	Nil
4	Duration of the contracts / arrangements / transactions	Nil
5	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
6	Justification for entering into such contracts or arrangements or transactions	Nil
7	Date of approval by Board	Nil
8	Amount paid as advance, if any	Nil
9	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Nil

2. Details of material contracts or arrangements or transactions at arm's length basis

Sl.No.	Name of the related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by CIAL Board	Amount paid as advance, if any
1	Cochin International Airport Limited	Holding	Royalty, Lease Rentals and ROC fees payable to CIAL	N.A.	Royalty payable to CIAL shall be @ 45% of the sales revenue and lease rentals shall be Rs.10 per square feet.	28.06.2018	Nil

for and on behalf of the Board

sd/-

V J Kurian

Chairman & Managing Director

DIN : 0001806859

Date : 29th June 2019

Place : Nedumbassery

Krishnamoorthy & Krishnamoorthy
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CIAL DUTYFREE AND RETAIL SERVICES LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of CIAL Duty-free and Retail Services Limited("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of opinion:

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Standalone Ind AS Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the

Krishnamoorthy & Krishnamoorthy

Chartered Accountants

going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them

Krishnamoorthy & Krishnamoorthy

Chartered Accountants

all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. We have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31st March 2019 in conjunction with our audit of the standalone financial statements of the company for year ended on that date and we enclose herewith our report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 4.32 to the financial statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. – Refer Note 4.33 to the financial statements.
 - iii) The Company did not have any amount to be transferred to the Investor Education and Protection Fund by the Company.

for **Krishnamoorthy & Krishnamoorthy**
Chartered Accountants (FRN: 001488S)

Sd/-

Place : Cochin -16

Date : 29.06.2019

CA. K T Mohanan
Partner (M.No: 201484)

Krishnamoorthy & Krishnamoorthy
Chartered Accountants

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

- i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) We are informed that these fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not have any immovable properties and hence not commented upon.
- ii) We are informed that physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act 2013. Accordingly, paragraphs (iii) (a) (b) and (c) of CARO 2016 are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans and investments and has not provided any guarantees and securities to the parties covered under Section 185 of the Companies Act, 2013 and hence not commented upon.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed there under. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- vi) As per the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Companies Act 2013.
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities during the year. There are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date, they became payable.
 - (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of income tax or sales tax or Goods and Service Tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any dispute as on 31st March 2019.
- viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the Company

Krishnamoorthy & Krishnamoorthy

Chartered Accountants

has not obtained any loans from banks, financial institution, government and debenture holders during the year.

- ix) According to the information and explanations given to us, we report that there is no term loan availed by the Company and has not raised any moneys by way of initial public offer and further public offer (including debt instruments) and hence not commented upon.
- x) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the Company has not paid / provided any managerial remuneration during the year. Accordingly, paragraph 3(xi) of the CARO 2016 Order is not applicable to the Company and hence not commented upon.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the CARO 2016 Order is not applicable to the Company and hence not commented upon.
- xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting requirements under clause 3(xiv) are not applicable to the Company and not commented upon.
- xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with them, and hence provisions of Section 192 of the Companies Act 2013 are not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

for **Krishnamoorthy & Krishnamoorthy**
Chartered Accountants (FRN: 001488S)

Sd/-

Place : Cochin -16

Date : 29.06.2019

CA. K T Mohanan
Partner (M.No: 201484)

Krishnamoorthy & Krishnamoorthy
Chartered Accountants

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in Paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CIAL Duty-free and Retail Services Limited ("the Company") as of 31st March 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act 2013, to the extent applicable, to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control

Krishnamoorthy & Krishnamoorthy
Chartered Accountants

over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **Krishnamoorthy & Krishnamoorthy**
Chartered Accountants (FRN: 001488S)

Place : Cochin -16
Date : 29.06.2019

Sd/-
CA. K T Mohanan
Partner (M.No: 201484)

PART I : BALANCE SHEET
CIAL DUTYFREE AND RETAIL SERVICES LIMITED
BALANCE SHEET AS AT 31st MARCH 2019

(Rupees in '000)

Particulars	Note No:	31.03.2019	31.03.2018
I. ASSETS			
Non Current Assets			
Property, plant and equipment	4.1	1,166.50	2,191.75
Financial assets			
(i) Other financial assets			
Income Tax Assets (Net)	4.2	34,725.58	128,393.75
Deferred Tax Assets (Net)	4.3	693.54	958.60
Current Assets			
Inventories	4.4	249,722.76	416,547.49
Financial assets			
(i) Cash & Cash equivalents	4.5	76,277.08	67,464.39
(ii) Bank Balances other than (i)	4.6	50.00	24,072.23
(iii) Other Financial Assets	4.7	10.59	1,361.72
Income tax assets (net)	4.8	106,644.65	0.00
Other current assets	4.9	318,995.99	190,461.64
Total Assets		788,286.69	831,451.57
II. EQUITY & LIABILITIES			
Equity			
Equity Share Capital	4.10	700.70	700.70
Other Equity	4.11	115,221.88	57,548.86
Liabilities			
Non Current Liabilities			
Financial Liabilities			
(i) Other financial liabilities	4.12	83,618.91	322.63
Other non current liabilities	4.13	108,355.33	35.49
Current Liabilities			
Financial Liabilities			
(i) Trade Payables	4.14	426,347.53	651,636.02
(ii) Other financial liabilities	4.15	4,736.51	97,851.05
Other current liabilities	4.16	49,305.83	23,356.81
Total Equity and Liabilities		788,286.69	831,451.57

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
 Managing Director
 (DIN:0001806859)

sd/-
A.M. Shabeer
 Director
 (DIN:0001643446)

sd/-
Sunil Chacko
 Director
 (DIN:0007434481)

For **Krishnamoorthy & Krishnamoorthy**
 Chartered Accountants (FRN: 001488S)

sd/-

C.A. K.T. Mohanan
 Partner (M.No: 201484)

Place: Nedumbassery
 Date : 29.06.2019

Part II : STATEMENT OF PROFIT & LOSS
CIAL DUTYFREE AND RETAIL SERVICES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2019

(Rupees in '000)

Particulars		Note No:	For the year ended 31.03.2019	For the period ended 31.03.2018
I.	Income:			
	Revenue from Operations	4.17	2,343,064.66	2,363,619.59
II.	Other Income	4.18	60,262.00	8,980.58
III.	Total Income (I+II)		2,403,326.66	2,372,600.16
IV.	Expenses:			
	Purchase of Stock in Trade		848,173.78	1,093,518.46
	Change in Inventories of stock in trade	4.19	166,824.73	(26,477.65)
	Employee Benefits	4.20	108,686.35	70,274.12
	Finance Costs	4.21	28.72	11.48
	Depreciation and amortisation expenses	4.1	1,025.26	837.65
	Other Expenses	4.22	1,198,699.06	1,191,255.51
	Total Expenses (IV)		2,323,437.90	2,329,419.57
V	Profit before Tax (III-IV)		79,888.76	43,180.59
VI	Tax expense:			
	a. Current tax		21,950.69	11,969.65
	b. Deferred tax		265.06	(958.60)
	Total Tax Expense (VI)	4.23	22,215.75	11,011.06
VII	Profit for the year (V-VI)		57,673.01	32,169.53
VIII	Other comprehensive income			
	a) Items that will not be reclassified to profit or loss		0.00	0.00
	b) Income tax relating to items that will not be reclassified to profit or loss		0.00	0.00
IX.	Total comprehensive income for the period (Profit/ Loss + Other Comprehensive Income)		57,673.01	32,169.53
X	Earnings per equity share (for continuing operations)	4.24		
	a) Basic		82.31	45.91
	b) Diluted		82.31	45.91
XI	Earnings per equity share (for discontinued operations)			
	a) Basic		0.00	0.00
	b) Diluted		0.00	0.00
XII	Earnings per equity share (for discontinued & continuing operations)			
	a) Basic		82.31	45.91
	b) Diluted		82.31	45.91

See accompanying notes to the financial statements

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
 Managing Director
 (DIN:0001806859)

sd/-
A.M. Shabeer
 Director
 (DIN:0001643446)

sd/-
Sunil Chacko
 Director
 (DIN:0007434481)

For **Krishnamoorthy & Krishnamoorthy**
 Chartered Accountants (FRN: 001488S)

sd/-

C.A. K.T. Mohanan
 Partner (M.No: 201484)

Place: Nedumbassery
 Date : 29.06.2019

STATEMENT OF CHANGES IN EQUITY
CIAL DUTYFREE AND RETAIL SERVICES LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2019

A Equity Share Capital

Equity shares of Rs.10/- each, subscribed and fully paid

Particulars	Number in '000	Rs. in '000
Balance at April 1, 2017	70.07	700.70
Changes in equity share capital during the year		
(a) Shares issued during the year	0.00	0.00
Balance at March 31, 2018	70.07	700.70
Changes in equity share capital during the year		
Balance at March 31, 2019	70.07	700.70

B Other Equity (Rupees in '000)

Particulars	Retained Earnings	Other Comprehensive Income	Total
Balance at April 1 2017	25,379.33		25,379.33
Profit for the year	32,169.53		32,169.53
Other comprehensive income for the year, net of income tax	0.00		0.00
Total Comprehensive Income for the year	32,169.53		32,169.53
Balance at March 31, 2018	57,548.86		57,548.86
Balance at April 1 2018	57,548.86		57,548.86
Profit for the year	57,673.01		57,673.01
Other comprehensive income for the year, net of income tax	0.00		0.00
Total Comprehensive Income for the year	57,673.01		57,673.01
Balance at March 31, 2019	115,221.88		115,221.88

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
 Managing Director
 (DIN:0001806859)

sd/-
A.M. Shabeer
 Director
 (DIN:0001643446)

sd/-
Sunil Chacko
 Director
 (DIN:0007434481)

For **Krishnamoorthy & Krishnamoorthy**
 Chartered Accountants (FRN: 001488S)

sd/-

C.A. K.T. Mohanan
 Partner (M.No: 201484)

Place: Nedumbassery
 Date : 29.06.2019

CIAL DUTYFREE AND RETAIL SERVICES LIMITED

XI/318E, CIAL Buildings, Nedumbassery, Ernakulam - 683 111

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

(Rupees in '000)

Particulars	For the period 01.04.2018 to 31.03.2019	For the period 01.04.2017 to 31.03.2018
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before income tax	57,673.01	43,180.59
Adjustments for:		
Remeasurements of defined benefit Plans	0.00	0.00
Depreciation	1,025.26	837.65
Interest Income	(1,752.42)	2,229.09
Operating profit before working capital changes	56,945.85	46,247.33
Adjustments for:		
(Increase) / decrease in Inventories	166,824.73	0.00
(Increase) / decrease in Trade receivables	0.00	0.00
(Increase) / decrease in other assets	93,933.23	
(Increase) / decrease in Pre-payments and Other receivables	(127,183.22)	0.00
Increase / (decrease) in Liabilities & provisions	(100,837.89)	0.00
Cash generated from operations	89,682.68	46,247.33
Direct Tax (payments) / refunds (Net)	(106,644.65)	(45,267.93)
Net Cash Flow from Operating Activities	(16,961.97)	979.40
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital work-in-progress	0.00	(3,029.40)
Interest received	1,752.42	(2,229.09)
Net Cash Flow from Investing Activities	1,752.42	(5,258.49)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital	0.00	0.00
Proceeds from Long-Term Borrowing	0.00	0.00
Proceeds from Short-Term Borrowing	0.00	0.00
Repayment of Long-Term Borrowing	0.00	0.00
Net Cash Flow from Financing Activities	0.00	0.00
Net increase/(decrease) in cash and cash equivalents	(15,209.55)	(4,279.09)
Cash and cash equivalents at the beginning of the period	91,536.62	68,349.05
Cash and cash equivalents at the end of the period	76,327.08	64,069.95

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
 Managing Director
 (DIN:0001806859)

sd/-
A.M. Shabeer
 Director
 (DIN:0001643446)

sd/-
Sunil Chacko
 Director
 (DIN:0007434481)

For **Krishnamoorthy & Krishnamoorthy**
 Chartered Accountants (FRN: 001488S)

sd/-

C.A. K.T. Mohanan
 Partner (M.No: 201484)

Place: Nedumbassery
 Date : 29.06.2019

1 COMPANY OVERVIEW:

CIAL Duty Free and Retail Services Limited is a Public Limited Company incorporated and domiciled in India. The Company was incorporated on 1st March 2016 as a subsidiary of Cochin International Airport Limited. The address of its registered office is XI/318E, Cochin International Airport Buildings, Kochi Airport P.O., Ernakulam District, Pin - 683 111 and the principal place of business is located in Nedumbassery, Kochi - 683 111.

The Company is engaged in the business of running Duty Free Shops in the International Terminal of its parent Company, Cochin International Airport Limited.

The financial statements were approved for issue by the Company's Board of Directors on 29/06/2019.

2 SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of Preparation and measurement

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 (Act) read with the Companies (Indian Accounting Standards) Rules 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

Application of New Accounting Pronouncements

The Company has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules 2018. The effect is described below:

- a. The Company has adopted Ind AS 115, Revenue from Contract with Customers with effect from 1st April 2018 and it is detailed in note 2.9.
- b. The Company has elected to recognize cumulative effect of initially applying Ind AS 115 retrospectively as an adjustment to opening balance sheet as at 1st April 2018 on the contracts that are not completed contract as at that date. There was no impact of above on the opening balance sheet as at 1st April 2018 and on the Statement of Profit and Loss for the year ended 31st March, 2019.
- c. The Company has adopted Appendix B to Ind AS 21, Foreign currency transactions and advance consideration with effect from 1st April 2018 prospectively to all assets, expenses and income initially recognized on or after 1st April 2018 and the impact on implementation of the Appendix is immaterial.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for financial instruments if any, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirement of Schedule III, unless otherwise stated.

2.2 Use of Estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- a) Discount rate used to determine the carrying amount of the Company's defined benefit obligation.
- b) Useful life of property, plant and equipment
- c) Contingences and commitments

2.3 Property, Plant and Equipment

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives using the straight - line method ("SLM").

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference

between sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Fully depreciated assets still in use are retained in financial statements.

2.4 Foreign Currency Translation

The functional currency of the Company is Indian rupee (₹).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

2.5 Inventories

Inventories are valued at lower of cost or net realisable value. Cost of inventories comprises of purchase cost and cost of procurement net of on a weighted average basis.

2.6 Financial Instruments

Initial recognition

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Subsequent measurement

Financial assets - Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of profit and loss.

Financial liabilities - Financial liabilities are measured at amortised cost using the effective interest method.

2.7 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. These are reviewed at each Separate balance sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are disclosed in the accounts, where an inflow of economic benefits is probable.

2.8 Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in the Statement of Profit and Loss over the lease term.

2.9 Claims Receivable

Claims are accounted for, as and when the same are finally determined / admitted.

2.10 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.11 Revenue Recognition

Sales are recognised on transfer of title of the goods to the customers. Interest income on deposits is recognized on time proportion basis.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that assets net carrying amount on initial recognition.

Other incomes are recognised on accrual basis except when there are significant uncertainties.

2.12 Employee Benefits

i. Short Term Employee Benefits - All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

ii. Defined Contribution Plans - The Company makes contributions to Provident Fund, which is a defined contribution plan for employees. The contributions paid / payable under the scheme during the year are charged to the Statement of Profit and Loss for the year.

iii. Defined Benefit Plans - The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

iv. Long Term Employee Benefits - The Company has a policy on compensated absence which are both accumulating and nonaccumulating in nature. The expected cost of accumulating compensated absence is determined by Actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absence is recognised in the period in which the absences occur. The Company presents the defined benefit costs in the Statement of Profit and Loss in the line 'Employee benefits expense'

2.13 Borrowing Cost

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised as part of cost of the respective asset. All other borrowing costs are recognized as an expenditure for the period in which they are incurred.

2.14 Earnings per share

The earnings considered in ascertaining the Company's Earnings per share comprise of the net profit after tax. The number of shares used in computing the basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted Earnings per share comprises the weighted average shares considered for deriving the basic earning per share and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares.

2.15 Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets - unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3 RECENT ACCOUNTING PRONOUNCEMENTS

Standards issued but not yet effective

Ministry of Corporate affairs (MCA) through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new amendments to Ind AS which the Company has not applied as they are effective subsequent years as mentioned below:

Ind AS 116: Leases (applicable for annual periods beginning on or after 01.04.2019)

Ind AS 19: 'Employee Benefits, Effective date for application of this amendment is annual period beginning on or after April 1, 2019

Ind AS 12: Income taxes, Effective date for application of this amendment is annual period beginning on or after April 1, 2019.

Ind AS 116 - Leases

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective - Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application; or

- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application. Certain practical expedients are available under both the methods.

The Company is evaluating the impact of this amendment on its financial statements.

Ind AS 19 – ‘Employee Benefits’

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, ‘Employee Benefits’, in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in the Statement of Profit and Loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment

Ind AS 12 – Income taxes : On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, ‘Income Taxes’, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in the Statement of Profit and Loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach - Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

4.1 Property, Plant and Equipment

(Rupees in '000)

	Gross Block				Depreciation				Net Block	
Particulars	Gross Block as on 01.04.2018	Addition During the year	Retirement	Gross Block as on 31.03.2019	Accumulated depreciation as on 01.04.2018	Dep. for year	Dep.retir.	Accumulated depreciation as on 31.03.2019	WDV as on 31.03.2019	WDV as on 31.03.2018
Computer & Accessories	3029.40	0.00	0.00	3029.40	837.65	1025.26	0.00	1862.91	1166.50	2191.75
Total	3029.40	0.00	0.00	3029.40	837.65	1025.26	0.00	1862.91	1166.50	2191.75
Previous Year	0.00	3029.40	0.00	3029.40	0.00	837.65	0.00	837.65	2191.75	0.00

4.2 Income Tax Assets (Net)

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Other Advances		
Income Tax Assets (Net of provision)	34,725.58	128,393.75
	34,725.58	128,393.75

4.3 Deferred Tax Assets (Net)

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred Tax Liability	21.12	103.08
Deferred Tax Assets	714.65	1,061.67
	693.54	958.60

The tax effects of significant temporary differences that resulted in deferred tax liabilities are as follows :

Particulars	Opening balance	Recognised in profit or loss	Closing Balance
Deferred tax (Liabilities) / Assets in relation to :			
Property, plant and equipment	(103.08)	(81.96)	(21.12)
Preliminary Expenses	1,061.67	347.02	714.65
Total	958.60	265.06	693.54

4.4 Inventories: (at lower of cost and net realizable value)

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Stock in Trade	249,722.76	416,547.49
	249,722.76	416,547.49

4.4.1 Inventory write downs, are accounted, considering the nature of inventory, ageing, liquidation plan and net realisable value and are recognised as expense in the Statement of Profit and Loss.

4.5 Cash & Cash Equivalents

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Balance with Banks		
i) in Current Accounts	50,473.52	65,515.81
ii) in Deposit Accounts (Maturity < 3 months)	25,595.48	0.00
Cash on hand	208.08	1,948.57
	76,277.08	67,464.39

4.6 Bank Balances- Others (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Balance with Banks		
In Deposit Accounts		
(i) maturity 3 -12 Months	0	24,022.23
In earmarked Accounts		
Balance with Banks in Deposit Account held under lien towards Bank Guarantee	50.00	50.00
	50.00	24,072.23

4.7 Other Financial Assets (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Interest Accrued on fixed deposits	10.59	6.66
	10.59	6.66

4.8 Income Tax Assets (Net) (Current) (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Income Tax Assets (Net of provision)	106,644.65	0.00
	106,644.65	0.00

4.9 Other Current Assets (Rupees in '000)

Particulars	As at 31.03.2018	As at 31.03.2017
Advances recoverable in cash or in kind or for value to be received.	4,720.83	5,257.33
Other receivables (under contractual rights receivable)	26,843.74	1,355.05
Balances with Government Authorities	287,431.42	185,204.31
	318,995.99	190,461.64

4.10 Share Capital (Rupees in lakhs)

Particulars	As at 31.03.2019	As at 31.03.2018
Authorised:		
5,00,00,000 Equity Shares of Par Value Rs. 10/- each	500,000.00	500,000.00
Issued and Subscribed and fully paid:		
70070 Equity Shares of Par Value of Rs. 10/- each	700.70	700.70
	700.70	700.70

Reconciliation of shares at the beginning and at the end of the financial year

Particulars	As at 31.03.2019		As at 31.03.2018	
	No. of shares	Rupees	No. of shares	Rupees
No. of shares as at the beginning of the financial year	70.07	700.70	70.07	700.70
Add: Shares issued during the year	0.00	0.00	0.00	0.00
No. of shares as at the end of the financial year	70.07	700.70	70.07	700.70

Rights, preferences and restrictions attached to Shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Particulars of Shareholders holding more than 5% share in the Company

Particulars	As at 31.03.2019		As at 31.03.2018	
	%	No. of Shares	%	No. of Shares
Cochin International Airport Limited	99.90%	70,000	99.90%	70,000

4.11

Other Equity

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
General Reserve		
Balance as per last Balance Sheet	0.00	0.00
Add: Transfer from Retained Earnings	0.00	0.00
Closing balance (a)	0.00	0.00
Retained Earnings		
Balance as per last Balance Sheet	57,548.86	25,379.33
Add: Profit for the year	57,673.01	32,169.53
Add/(Less) : Remeasurement of defined employee benefit plans (net of taxes)	-	-
	115,221.88	57,548.86
Less: Appropriations		
Transfer to General Reserve	0.00	0.00
Proposed Dividend	0.00	0.00
Tax on Proposed Dividend	0.00	0.00
(b)	115,221.88	57,548.86
(a+b)	115,221.88	57,548.86

The Board of Directors of the company has proposed a dividend of Rs.0.00 (NIL) per share for the Financial Year 2018-19.

4.12

Other Non Current Financial Liabilities

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Security Deposits including Retention	83,618.91	322.63
	83,618.91	322.63

4.11.1 Security deposit represent the discounted fair value of Rs.2,00,000.00 (Rupees in '000) from the procurement and supply management agency of Duty free merchandise as per the agreement entered into for a period of 10 years in September, 2018.

4.13 Other Non Current Liabilities (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred Fair Valuation Gain	108,355.33	35.49
	108,355.33	35.49

4.14 Trade Payables (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Total outstanding dues of creditors other than MSME includes dues to related parties (refer note no.4.26)	426,347.53	651,636.02
	426,347.53	651,636.02

4.14.1 There is no defined credit period. The dues are settled based on the credit policy extended by the vendors. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of vendors, there are no amounts overdue to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

4.15 Other Financial Liabilities (Current) (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Security Deposits including Retention	4,736.51	97,851.05
	4,736.51	97,851.05

4.16 Other Current Liabilities (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Revenue Received in advance		
Deferred Revenue arising from security deposit	8,061.00	28.72
Other Payables		
Statutory Dues	30,259.58	20,815.21
Others	10,985.29	2,512.88
	49,305.83	23,356.81

4.17 Revenue from operations (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Sale of Products		
Sale of Duty Free Products	2,343,064.66	2,363,619.59
Total Revenue from Operations	2,343,064.66	2,363,619.59

4.18 Other Income (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Interest Income	13,301.59	2,229.09
Fair valuation gain - Retention Money	28.72	11.48
Foreign Exchange Rate Variance (net)	21,269.86	2,353.26
Other non-operating income	25,661.82	4,386.75
	60,262.00	8,980.58

4.19 Change in Stock in Trade (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Opening Stock in Trade	416,547.49	390,069.84
Less: Closing Stock in Trade	249,722.76	416,547.49
Changes in stock in trade	166,824.73	26,477.65

4.20 Employee Benefits Expenses (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Employee Secondment charges to holding Company (Refer Note No 4.28)	108,686.35	70,274.12
	108,686.35	70,274.12

4.21 Finance Costs (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Interest Expenses:	0.00	0.00
Other borrowing Cost		
(i) Unwinding of discount on security deposits	28.72	11.48
	28.72	11.48

4.22 Other Expenses (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Royalty paid to CIAL (Refer Note No.4.27)	974,770.56	1,028,794.26
Management Fees (Duty Free Shop)	64,476.32	76,011.66
Discount allowed (Duty Free Shop) (Net)	100,365.72	48,315.78
Advertisement and Sales Promotion expenses	14,840.64	9,026.08
Damaged / lost inventory written off	436.89	781.29
Rental Charges	7,091.75	6,835.42
Rates and Taxes	813.05	1,936.47
Auditor's Remuneration (Refer Note 4.25)	150.00	100.00
Security Charges	1,700.51	1,729.36
Housekeeping Expenses	6,247.08	6,193.28
Consumption of Stores, Spares & Consumables	703.66	1,230.66
Loss of inventory due to flood (Refer Note No. 4.29)	12,163.58	0.00

Professional and Consultancy charges	307.27	769.95
Insurance	1,731.00	614.57
Other Administrative Charges	9,643.12	7,862.28
Repairs and Maintenance:		
- Repairs to Building	0.00	1.90
- Repair to Plant, Equipment	0.00	518.89
Travelling and Conveyance	3,230.04	501.33
Vehicle running and maintenance	27.87	32.34
	1,198,699.06	1,191,255.51

4.23 The Income tax expense for the year can be reconciled to the accounting profit as follows:

(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Profit before tax	79,888.76	43,180.59
Income tax expense calculated at 27.82%	22,225.05	11,897.33
Effect of expenses that are not deductible in determining taxable profit	0.00	529.29
On Defined Benefit Obligations	0.00	0.00
Adjustments recognised in the current year in relation to current tax of prior years	(9.31)	(1,415.56)
Income tax expense recognised in profit or loss	22,215.75	11,011.06

Reconciliation of Fees to CIAL

Particulars	As at 31.03.2019	As at 31.03.2018
Sales	23,43,065	23,63,620
Advt. revenue	25,662	4,387
	23,68,726	23,68,006
Less: Adjustments		
Discount to customers	100,366	48,316
Commission on net sales	64,476	76,012
Net balance'	22,03,884.44	22,43,678.89
Adjustment of Forex	20,302	1,386
	21,83,582	22,42,293
Service charge to CIAL	9,74,771	10,28,794
% to	45%	46%

4.24 Basic and Diluted Earning per Share (EPS), of face value Rs.10/- has been calculated as under:
(Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
Basic & Diluted:		
Numerator		
Net Profit for the year	57,673.01	32,169.53
Denominator		
Weighted average number of equity shares outstanding during the year	700.70	700.70
Earnings per Share - Basic (In Rupees)	82.31	43.39
- Diluted (In Rupees)	82.31	43.39

4.25 Payment To The Auditor (Rupees in '000)

Particulars	As at 31.03.2019	As at 31.03.2018
For Statutory Audit	100.00	60.00
For Tax Audit	50.00	35.00
	150.00	95.00

4.26 Disclosure of transactions with related parties as required by Ind AS 24 on Related Party Disclosures as prescribed by Companies (Accounting standards) Rules, 2006.

RELATED PARTY DISCLOSURES

A. Name of the related party and nature of relationship

a) Holding Company

Cochin International Airport Limited

b) Fellow Subsidiaries

Air Kerala International Services Limited
Cochin International Aviation Services Limited
CIAL Infrastructures Limited
Kerala Waterways and Infrastructures Limited

c) Key Management Personnel

Mr. V. J. Kurian - Managing Director
Mr. A.M. Shabeer - Director
Mr. Sunil Chacko - Director

d) Key Management Personnel of Holding Company

Mr. V. J. Kurian - Managing Director
Mr. Sunil Chacko - CFO
Mr. Saji K. George - CS

B. Transactions with related parties**a) With Holding Company****(Rupees in '000)**

Particulars	As at 31.03.2019	As at 31.03.2018
Cochin International Airport Limited		
Fee to CIAL	974,770.56	1,028,794.26
Lease Rent	7,091.75	6,835.42
Secondment charges paid to CIAL	108,686.35	70,274.12
Amount Outstanding as at 31.03.2019		
Cochin International Airport Limited	398,746.83	596,658.27

b) Details of transactions with Fellow subsidiary**(Rupees in '000)**

Particulars	As at 31.03.2019	As at 31.03.2018
CIAL Infrastructures Limited		
Reimbursement of Expenses	1	0
Amount Outstanding as at 31.03.2019		
CIAL Infrastructures Limited	0	0

C. Details of transactions with key managerial personnel**(Rupees in lakhs)**

Nature of Transaction	31 st March 2019	31 st March 2018
Salary, Allowances & other benefits	Nil	Nil
i) To Managing Director	Nil	Nil

4.27 As per the agreement entered into with the Holding Company, vide agreement dated 29th June, 2017 as amended from time to time, the holding Company has appointed the Company as the exclusive concessionaire for duty free business at Cochin International Airport on a concessionaire fee of 45% on net sales. The facilities provided include exclusive premises and facilities for duty free operations and providing infrastructural support. Further the agreement provide for extending facilities such as employee benefits services, housekeeping and security services, maintenance contract services and other corporate services for which reimbursement has been made to the Holding Company based on bills raised.

4.28 As per the arrangement, the staff requirement of the Company is managed through secondment of employees from the Holding Company and the employee expenses including their fringe benefits amounting to Rs. 1,079.23 lakhs are accounted on the basis of service invoice raised by the Holding Company.

4.29 Impact of floods

Consequent to flood, Duty Free merchandise worth Rs. 1,05,18,792 was damaged during transit and stock worth Rs.27,89,697 was damaged on the shop floor. The goods in transit were not delivered at the store and customs clearance process was not undertaken at the time of damage. The Company is having adequate insurance cover against the damage of stock due to natural calamities including transit damage and have lodged claims with the insurer. The initial survey of the goods damaged had been undertaken and processing of insurance claim is in progress including the compliance of customs formalities. As per the requirement of Ind AS, the cost of goods damaged is written off to statement of Profit and Loss and no insurance claim is accounted for pending compliance of formalities.

4.30 Additional Information**(Rupees in '000)**

Particulars	Current Year	Previous Year
a) CIF Value of imports made during the year	784,455.58	1,029,895.87
b) Earnings in Foreign Exchange (Export of Goods)	2,343,063.62	2,362,911.98
c) Expenditure in Foreign Currency	784,455.58	1,029,895.87

4.31 Corporate Social Responsibility ('CSR')The details of amount required to be spend and the amount utilised are given below: **(Rupees in '000)**

Particulars	As at 31 st March 2019	As at 31 st March 2018
a) Gross Amount required to be spent by the Company during the year : -		
i) Annual CSR allocation for the year	588.49	0.00
ii) Carry forward from Previous year	0.00	0.00
Total	588.49	0.00
b) Amount spent during the year:		
i) By contribution to the Trust :	0.00	0.00
ii) Contribution to CMs Relief Fund	0.00	0.00
iii) By other than the above	0.00	0.00

4.32 Litigation: The Company has no pending litigations.**4.33** The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.**4.34** Figures have been rounded off to the nearest rupee. Previous year figures, unless otherwise stated are given within brackets and have been re-grouped and recast wherever necessary to be in conformance with current year's layout.

Signatures to Note 1 to 4.32 forms integral part of accounts.

For and on behalf of the Board of Directors**As per our separate report of even date attached**

sd/-
V.J. Kurian
Managing Director
(DIN:0001806859)

sd/-
A M Shabeer
Director
(DIN:0001643446)

sd/-
Sunil Chacko
Director
(DIN:0007434481)

For **Krishnamoorthy & Krishnamoorthy**
Chartered Accountants (FRN: 001488S)

sd/-
C.A. K.T. Mohanan
Partner (M.No: 201484)

Place: Nedumbassery
Date : 29.06.2019

CIAL DUTYFREE AND RETAIL SERVICES LIMITED

Regd Office: XI/318 E, Cochin International Airport Building, Nedumbasserry

Kochi Airport P.O – 683 111, CIN: U52399KL2016PLC040279

Phone: 0484 2374154; E – mail: cdrslsec@gmail.com website: www.cial.aero

Form No: MGT – 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

CIN	U52399KL2016PLC040279
Name of the Company	CIAL Dutyfree and Retail Services Limited
Registered Office	XI/318 E, Cochin International Airport Building, Nedumbasserry, Kochi Airport P.O.- 683 111
Name of the Member(s)	
Registered Address	
e-mail ID	
Folio No	

I/We, being the member(s) of ----- shares of the above named company, hereby appoint

1.	Name		Signature
	Address		
	e-mail ID		
	or failing him		
2.	Name		Signature
	Address		
	e-mail ID		
	or failing him		
3.	Name		Signature
	Address		
	e-mail ID		

as my/our proxy to attend and vote (on poll) for me/us and on my or our behalf at the 03rd Annual General Meeting of the Company to be held on Saturday, the 28th day of September, 2019 at 05.15 a.m. at XI/318E, Cochin International Airport Buildings, Nedumbasserry, Kochi Airport P.O., Ernakulam 683 111 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution Nos:

1.	2.	3.
----	----	----

affix Re.1
revenue
stamp

Signed this ----- day of ----- 2019

Signature of shareholder: -----

Signature of Proxy holder(s) :-----

Note: The form of proxy in order to be effective should be duly completed and deposited at the registered Office of the company, not less than 48 hours before the commencement of the meeting.

